



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

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| <input type="checkbox"/> Inclusionary Housing | <input checked="" type="checkbox"/> Public Open Space |
| <input checked="" type="checkbox"/> Childcare Requirement | <input checked="" type="checkbox"/> First Source Hiring (Admin. Code) |
| <input checked="" type="checkbox"/> Jobs Housing Linkage Program | <input checked="" type="checkbox"/> Transit Impact Development Fee |
| <input checked="" type="checkbox"/> Downtown Park Fee | <input checked="" type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Public Art | |

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Planning Commission Motion 18726 Section 309

HEARING DATE: OCTOBER 18, 2012

Date: October 4, 2012
Case No.: **2008.0789K, 2012.0257EBX**
Project Address: **101 FIRST STREET (Transbay Tower)**
Zoning: C-3-O (SD) (Downtown, Office: Special Development)
1,000-S-2 Height and Bulk District
Transit Center C-3-O (SD) Commercial Special Use District
Transbay C-3 Special Use District
Block/Lot: 3720/001
Project Sponsor: Paul Paradis
Hines Transbay Tower, LLC
101 California Street, Suite 1000
San Francisco, CA 94111
Staff Contact: Kevin Guy – (415) 558-6163
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ADOPTING FINDINGS RELATED TO THE APPROVAL OF A SECTION 309 DETERMINATION OF COMPLIANCE AND REQUEST FOR EXCEPTIONS FOR SEPARATION OF TOWERS PLANNING CODE SECTION 132.1, STREETWALL BASE PLANNING CODE SECTION 132.1, REDUCTION OF GROUND-LEVEL WIND CURRENTS IN C-3 DISTRICTS PLANNING CODE SECTION 148, GENERAL STANDARDS FOR OFF-STREET PARKING AND LOADING UNDER PLANNING CODE SECTION 155(r), AND UNOCCUPIED BUILDING HEIGHT UNDER PLANNING CODE SECTION 260(b), FOR A PROJECT TO CONSTRUCT A NEW 61-STORY BUILDING REACHING A ROOF HEIGHT OF APPROXIMATELY 912 FEET WITH A DECORATIVE CROWN REACHING A MAXIMUM HEIGHT OF APPROXIMATELY 1,070 FEET, CONTAINING APPROXIMATELY 1.37 MILLION SQUARE FEET OF OFFICE USES, APPROXIMATELY 10,600 SQUARE FEET OF RETAIL SPACE, APPROXIMATELY 28,300 SQUARE FEET OF PUBLICLY-ACCESSIBLE OPEN SPACE, AND APPROXIMATELY 39,370 SQUARE FEET OF OFF-STREET SUBTERRANEAN PARKING AREA. THE PROJECT SITE IS LOCATED WITHIN THE C-3-O(SD) (DOWNTOWN OFFICE, SPECIAL DEVELOPMENT) DISTRICT, THE 1000-S-2 HEIGHT AND BULK DISTRICT, THE TRANSIT CENTER C-3-O(SD) COMMERCIAL SPECIAL USE DISTRICT, AND THE TRANSBAY C-3 SPECIAL USE DISTRICT, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

On March 9, 2012, Paul Paradis, acting on behalf of Hines Transbay Tower, LLC ("Project Sponsor"), filed an application with the Planning Department ("Department") for a Downtown Project Authorization pursuant to Planning Code Section 309 to allow the construction of a new office building with ground floor retail space, open space, and subterranean parking. The application was subsequently amended to reflect revisions to the project, and proposed to construct a new 61-story building, reaching a roof height of 912 feet, with a mechanical parapet reaching a height of 970 feet and a metal lattice crown feature reaching a height of 1,070 feet, containing approximately 1,370,577 square feet of office space, 10,600 square feet of retail space, approximately 39,370 square feet of subterranean parking, mechanical, and storage areas, and 28,300 square feet of open space. The project requests specific exceptions from Planning Code requirements regarding "Separation of Towers", "Streetwall Base", "Reduction of Ground-Level Wind Currents in C-3 Districts", "General Standards for Off-Street Parking and Loading" to create a curb cut on First Street, and "Unoccupied Building Height"(collectively, "Project", Case No. 2012.0257X).

On March 9, 2012, the Project Sponsor applied for an allocation of 1,350,000 square feet of office space to the project pursuant to Sections 320 through 325 (Annual Office Development Limitation Program) (Case No. 2012.0257B). The application was subsequently amended to request an allocation of 1,370,577 square feet of office space.

On May 24, 2012, the Planning Commission held a duly advertised public hearing and recommended approval of the Transit Center District Plan ("TCDP" or "Plan") and related implementing Ordinances to the Board of Supervisors. The result of a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown to respond to and support the construction of the new Transbay Transit Center project, including the Downtown Rail Extension. Implementation of the Plan would result in generation of up to \$590 million for public infrastructure, including over \$400 million for the Downtown Rail Extension. Adoption of the Plan included height reclassification of numerous parcels in the area to increase height limits, including a landmark tower site in front of the Transit Center with a height limit of 1,000 feet and several other nearby sites with height limits ranging from 600 to 850 feet.

On September 28, 2011, the Department published a draft Environmental Impact Report (EIR) for the Plan and the Project for public review. The draft EIR was available for public comment until November 28, 2011. On November 3, 2011, the Planning Commission ("Commission") conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the draft EIR. On May 10, 2012 the Department published a Comments and Responses document, responding to comments made regarding the draft EIR prepared for the Project.

On May 24, 2012, the Commission reviewed and considered the Final EIR and found that the contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed complied with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA"), 14 California Code of Regulations Sections 15000 et seq. ("the CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31").

The Commission found the Final EIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and

responses contained no significant revisions to the draft EIR, and certified the Final EIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

On July 24, 2012, the Board of Supervisors held a duly noticed public hearing, affirmed the Final EIR and approved the Plan, as well as the associated ordinances to implement the Plan on first reading.

On July 31, 2012, the Board of Supervisors held a duly noticed public hearing, and approved the Plan, as well as the associated ordinances to implement the Plan on final reading.

On August 8, 2012, Mayor Edwin Lee signed into law the ordinances approving and implementing the Plan, which subsequently became effective on September 7, 2012.

The Final EIR prepared for the Project analyzed and identified potential new shadows that the Project would cast on eight open spaces (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) under the jurisdiction of the Recreation & Parks Department. Approval of the Project is therefore subject to approval under the procedures of Planning Code Section 295 (also known as "Prop K") by the Recreation & Parks and Planning Commissions.

On October 11, 2012, the Planning Commission and the Recreation and Park Commission held a duly noticed joint public hearing on and adopted Planning Commission Resolution No. 18717 and Recreation and Park Commission Resolution No. 1201-001 raising the Absolute Cumulative Shadow Limits (ACLs) for seven open spaces under the jurisdiction of the Recreation & Park Department that could be shadowed by likely cumulative development sites in the Plan area, including the Project.

At the hearing on October 11, 2012, the Recreation and Park Commission recommended that the General Manager of the Recreation & Park Department recommend to the Planning Commission that the shadows cast by the Project on certain properties under the jurisdiction of the Recreation & Park Department are not adverse to the use of these properties, and that the Planning Commission allocate to the Project allowable shadow from the absolute cumulative shadow limits of six of these properties (where such limits have been adopted) (Case No. 2008.0789K). As part of this recommendation, the Recreation and Park Commission adopted environmental findings in accordance with CEQA, including the rejection of alternatives and a statement of overriding benefit, along with a Mitigation Monitoring and Reporting program ("MMRP") for the Plan and a separate one for the Tower Project (Recreation and Park Commission Resolution No. 1201-002).

The Planning Commission has reviewed and considered reports, studies, plans and other documents pertaining to the Project.

The Planning Commission has heard and considered the testimony presented at the public hearing and has further considered the written materials and oral testimony presented on behalf of the Project Sponsor, Department staff, and other interested parties.

CEQA Guidelines Sections 15162 and 15163 require a lead agency to prepare a subsequent EIR or a supplement to an EIR when substantial changes to the project, substantial changes with respect to the circumstances under which the project would be undertaken, or new information of substantial importance would require major revisions of the certified EIR. There have been no substantial changes to

the Transit Center District Plan, no substantial changes in circumstances, and no new information of substantial importance since the Final EIR was certified on May 24, 2012. Therefore, no subsequent or supplemental environmental review is required.

The Planning Department, Linda Avery, is the custodian of records for this action, and such records are located at 1650 Mission Street, Fourth Floor, San Francisco, California.

On October 18, 2012 the Commission adopted Motion No. 18723, adopting findings pursuant to CEQA, as well as a Mitigation, Monitoring, and Reporting Program for the Project, as set forth in Exhibit A of Motion No. 18723, which are incorporated herein by this reference thereto as if fully set forth in this Motion.

On October 18, 2012, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2008.0789K and 2012.0257EBX. The Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony presented on behalf of the applicant, the Planning Department staff, and other interested parties.

MOVED, that the Commission hereby approves the Section 309 Determination of Compliance and Request for Exceptions requested in Application No. 2012.0257X for the Project, subject to conditions contained in **Exhibit A** attached hereto and incorporated by reference, based on the following findings:

FINDINGS

Having reviewed the materials identified in the recitals above, and having heard all testimony and arguments, this Commission finds, concludes, and determines as follows:

1. The above recitals are accurate and also constitute findings of this Commission.
2. **Site Description and Present Use.** The Project Site is a rectangular parcel measuring 50,515 square feet, bounded by First Street on the west, Mission Street on the north, Fremont Street on the east, and the Transbay Transit Center on the south. The Project Site is within the C-3-O (SD) District, the 1,000-S-2 Height and Bulk District, the Transit Center C-3-O (SD) Commercial Special Use District, and the Transbay C-3 Special Use District. Portions of the Project Site were previously occupied by the Transbay Terminal, however, the Terminal was demolished to enable construction of the new Transit Center. The Project Site is temporarily being used as a staging area for construction of the Transit Center.
3. **Surrounding Properties and Neighborhood.** The Project Site is located in an area characterized by dense urban development. There are many high-rise structures containing dwellings, offices and other commercial uses. The Project Site is surrounded by a number of high-rise buildings. 50 Beale Street (a 23-story office building), 45 Fremont Street (a 34-story office building) and 50 Fremont Street (a 43-story office building) are situated to the north. The Millennium (301 Mission Street) is a residential development consisting of a 60-story residential building and an 11-story tower, is located immediately to the east. There are numerous smaller commercial buildings in the area as well. The future Transit Center is currently under construction immediately adjacent to the Project Site to the south. The

Transit Center is planned to accommodate local and inter-city bus service, as well as Caltrain and California High Speed Rail service. The roof of the Transit Center will also feature a 5.4-acre public park called "City Park."

The Project Site is located within the Transit Center District Plan (TCDP) area. The City adopted the TCDP and related implementing ordinances in August 2012. Initiated by a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown. Broadly stated, the goals of the TCDP are to focus regional growth (particularly employment growth) toward downtown San Francisco in a sustainable, transit-oriented manner, sculpt the downtown skyline, invest in substantial transportation infrastructure and improvements to streets and open spaces, and expand protection of historic resources.

Adoption of the Plan included height reclassification of numerous parcels in the area to increase height limits, including a landmark tower site in front of the Transit Center with a height limit of 1,000 feet and several other nearby sites with height limits ranging from 600 to 850 feet.

4. **Proposed Project.** The Project would construct a new 61-story building reaching a roof height of approximately 912 feet with a decorative crown reaching a maximum height of approximately 1,070 feet, containing approximately 1.37 million square feet of office uses, approximately 10,600 square feet of retail space, approximately 28,300 square feet of publicly-accessible open space, and approximately 39,370 square feet of off-street subterranean parking area. As the largest and tallest development within the TCDP, the Tower was conceived as an integral component to goals of the Plan with respect to regional growth, urban form, and the development of a robust transportation infrastructure. Compliance with the specific Objectives and Policies of the TCDP is discussed further under Item #8 below.
5. **Public Comment.** To date, the Department has not received any specific communications in opposition to the requested entitlements. However, numerous written and verbal comments were provided during the public comment period for the draft EIR prepared for the TCDP and the Project. These comments addressed a wide variety of topic areas, and were addressed as part of the Comments and Responses document prepared during the environmental review of the TCDP and the Project.
6. **Planning Code Compliance.** The Commission finds that the Project is consistent with the relevant provisions of the Planning Code in the following manner:
 - A. **Floor Area Ratio (Section 124).** Section 124 establishes basic floor area ratios (FAR) for all zoning districts. As set forth in Section 124(a), the FAR for the C-3-O (SD) District is 6.0 to 1. Under Sections 123 and 128, the FAR can be increased to 9.0 to 1 with the purchase of transferable development rights (TDR), and may exceed 9.0 to 1 without FAR limitations through participation in the Transit Center District Mello-Roos Community Facilities District, pursuant to Section 424.8.

The Project Site has a lot area of approximately 50,515 square feet. Therefore, up to 303,090 square feet of Gross Floor Area ("GFA") is allowed under the basic FAR limit, and up to 454,635 square feet of GFA is permitted with the purchase of TDR. As shown in the conceptual plans for the Project, the building would include 1,370,577 square feet of GFA (an FAR of approximately 26.7 to 1). Conditions of approval are included to require the Project Sponsor to purchase TDR for the increment of development between 6.0 to 1 FAR and 9.0 to 1 FAR (approx. 151,545 square feet), and to participate in the Transit Center District Mello-Roos Community Facilities District to pursue development above an FAR of 9.0 to 1.

- B. Open Space (Section 138).** New buildings in the C-3-O (SD) Zoning District must provide public open space at a ratio of one sq. ft. per 50 gross square feet of all uses, except residential uses, institutional uses, and uses in a predominantly retail/personal services building. This public open space must be located on the same site as the building or within 900 feet of it within a C-3 district.

The building includes approximately 1,370,577 gross sq. ft. of new office space, and shown in the conceptual plans for the Project. At a ratio of 1:50, 27,412 sq. ft. of open space is required. The Project would comply with the requirement by providing several types of publicly-accessible open space. The project would include a new public plaza known as Mission Square, measuring approximately 24,085 square feet located immediately to the east of the Tower. This space will include enhanced paving, seating areas, and a redwood grove. The Project also includes vertical circulation elements allowing the public to access the future City Park that will be developed on top of the Transit Center by the Transbay Joint Powers Authority. An inclined elevator will carry visitors from Mission Square to City Park, and an elevator reached via a separate lobby within the Tower will serve as an additional means of access for the public. Section 138 allows the area of the public lobby for the elevator access to count toward the open space requirement. In addition, the fifth floor of the Tower includes a retail space that will help to enliven and activate City Park, as well as a wide publicly-accessible "porch" that serves both as a physical bridge between the Tower and City Park, as well as an extension of the Park containing seating and landscaping. The area of this porch is counted toward meeting the open space requirements. The Project is also set back from the public right-of-way along the Mission and Fremont Street frontages, creating a wider effective sidewalk width. The areas of these setbacks is also counted toward meeting the open space requirements, as allowed by Section 132.1(c)(3)(D). In total, the various publicly-accessible open spaces total an area of approximately 28,290 square feet. Therefore, the Project complies with the requirements of Section 138. The design of the open spaces will be further refined throughout the building permit review process.

- C. Streetscape Improvements (Section 138.1).** Section 138.1(b) requires that when a new building is constructed in C-3 Districts, street trees, enhanced paving, and other amenities such as lighting, seating, bicycle racks, or other street furnishings must be provided.

The Project will include appropriate streetscape improvements and will comply with this requirement. The project will rebuild the sidewalks along all its frontages (First, Mission and Fremont Streets) as envisioned in the Transit Center District Plan. This includes widened sidewalks and realigned curbs to meet future pedestrian and transit conditions. The

conceptual project plans show the installation of street trees along the First and Fremont Street frontages of the Project. The plans also show enhanced paving that would extend the thematic paving of Mission Square into the public sidewalks. The project is set back from the property line along the Mission and First Street frontages in order to provide a minimum effective sidewalk width of 20 feet. Finally, a bulb-out is proposed at the corner of First and Mission Streets to provide additional crosswalk queuing and areas for pedestrian movement to accommodate the substantial future pedestrian population that is expected in the area. The precise location, spacing, and species of the street trees, as well as other streetscape improvements, will be further refined throughout the building permit review process.

- D. **Shadows on Public Sidewalks (Section 146).** Section 146(a) establishes design requirements for buildings on certain streets in order to maintain direct sunlight on public sidewalks in certain downtown areas during critical use periods. Section 146(c) requires that other buildings, not located on the specific streets identified in Section 146(a), shall be shaped to reduce substantial shadow impacts on public sidewalks, if it can be done without unduly creating an unattractive design and without unduly restricting development potential.

Section 146(a) does not apply to construction on Mission, Fremont, or First Streets, and therefore does not apply to the Project.

The Project would add shadows to public sidewalks in the vicinity. The amount of shadow would vary based on time of day, time of year, the height and bulk of intervening existing and proposed development, and climatic conditions (clouds, fog, or sun) on a given day. In certain cases, existing and future development would mask or subsume new shadows from the Tower that would otherwise be cast on sidewalks. In addition, because the sun is a disc rather than a single point in the sky, sunlight can “pass around” elements of buildings resulting in a diffuse shadow line (rather than a hard-edged shadow) at point distant from the Project. This effect would be particularly applicable to shadows cast by the sculptural lattice at the top of the Tower, given that this element is unenclosed and is comprised of a grid of relatively narrow structural elements.

Given the height of the Project, it is unavoidable that the Tower would cast new shadows onto sidewalks in the vicinity. However, limiting the height of the Tower to avoid casting sidewalks shadows would contradict a basic premise of the TCDP. That is, given the adjacency of the Project Site to the abundant transportation services in the future Transit center, it is appropriate that the Tower be developed as the tallest building within the Plan area in order to create intense urban development (particularly office employment) in a transit-oriented location. In addition, the TCDP envisions that the Tower would mark the Transit Center within the urban form of the City, and would serve as the sculptural apex of the skyline once development within the Plan area is realized.

- E. **Shadows on Public Open Spaces (Section 147).** Section 147 seeks to reduce substantial shadow impacts on public plazas and other publicly accessible open spaces other than those protected under Section 295. Consistent with the dictates of good design and without unduly restricting development potential, buildings taller than 50 feet should be shaped to reduce substantial shadow impacts on open spaces

subject to Section 147. In determining whether a shadow is substantial, the following factors shall be taken into account: the area shaded, the shadow's duration, and the importance of sunlight to the area in question.

The Project would cast shadows on publicly-accessible open spaces in the area other than those protected under Section 295. Rincon Park (located between the Embarcadero and the waterfront to the east of the Project), would receive new shadows in late afternoon throughout much of the year, except from mid-fall through mid-winter. Rincon Park is already in substantial late afternoon shadow, cast by office towers immediately to its west. Ferry Plaza would receive new late-afternoon shadow in late fall and early winter. Mechanics Plaza would receive new late-morning shadow in the spring and fall. The Project would also cast shadow on the future Mission Square (which would be situated immediately to the east of the Project), and the future City Park (a linear park that will be developed on top of the future Transit Center, immediately to the south of the Project). The Project would also cast shadows on multiple privately-owned, publicly-accessible open spaces in the vicinity. The amount of shadow cast on each of these privately-owned, publicly-accessible open spaces would vary based on time of day, time of year, the height and bulk of intervening existing and proposed development, and climatic conditions (clouds, fog, or sun) on a given day.

Given the height of the Project, it is unavoidable that the Tower would cast new shadows onto open spaces in the vicinity. As discussed in item #6E above, limiting the height of the Tower to avoid casting sidewalks shadows would contradict a basic premise of the TCDP, as the Tower is intended to serve as an exemplar of transit-oriented development, and as a new sculptural apex of the City's skyline once development within the Plan area is realized.

- F. **Off-Street Parking (Section 151.1).** Pursuant to Section 151.1, non-residential uses in C-3-O (SD) District are not required to provide off-street parking, but a parking area not to exceed 3.5% of the gross floor area of the building is permitted as accessory to non-residential uses.

With 1,370,577 gross square feet of non-residential uses, the Project may include up to 47,970 square feet of accessory off-street parking. The Project would have three below-grade parking levels with 39,370 square feet of parking area and complies with the 3.5% maximum allowance for accessory parking. Conditions of approval are included that would allow parking up to a maximum of 3.5% of gross floor area (rather than a maximum of the proposed 39,370 square feet of parking shown on the approved plans), in the event that the floor area of the Project be revised during the building permit review process.

- G. **Loading (Section 152.1).** Section 152.1 establishes minimum requirements for off-street loading. In C-3 Districts, the loading requirement is based on the total gross floor area of the structure or use. Table 152.1 requires off-street freight loading spaces to be provided at a ratio of 0.1 spaces per 10,000 square feet of gross office floor area. Notwithstanding the ratios required in Table 152.1, buildings within the C-3-O (SD) are not required to provide more than six off-street loading spaces.

The Project provides six loading spaces at the first basement level, and therefore complies with the loading requirement.

- H. **Shower and Locker Facilities (Section 155.3).** New commercial buildings whose primary use consists of offices require four showers and eight lockers when the gross floor area exceeds 50,000 square feet.

The Project would provide the required shower and locker facilities at the fifth floor, and therefore complies with this requirement.

- I. **Bicycle Parking (Section 155.4).** For new commercial buildings whose primary use consists of offices exceeding 75,000 gross square feet, 20 Class 1 bicycle parking spaces are required, plus one Class 1 space for each 5,000 square feet in excess of 75,000 square feet. In addition, one Class 2 bicycle parking space is required for each 50,000 gross square feet.

Pursuant to the ratios specified in Section 155.4, 259 Class 1 bicycle spaces are required. The Project provides a total of 279 Class 1 bicycle spaces located within several bicycle storage facilities situated in the subterranean garage. The Project is also required to provide 27 Class 2 bicycle spaces that are readily available for short-term use by visitors to the building. The Project provides 28 Class 2 bicycle spaces at-grade, at the exterior of the south side of the building. The Project complies with the bicycle parking requirements.

- J. **Height (Section 260).** Section 260 requires that the height of buildings not exceed the limits specified in the Zoning Map and defines rules for the measurement of height. The Project Site is within the 1,000-S-2 Height and Bulk District.

The Project would reach a height of 912 feet to the roof, with a rooftop mechanical penthouse reaching a maximum height of approximately 970 feet. The Project therefore complies with the basic height limit of the 1,000-S-2 Height and Bulk District. The Project also includes an unoccupied decorative crown that is intended as a sculptural element and integral design feature to the architecture of the Tower. This element reaches a maximum height of 1,070 feet. Section 260(b)(1)(M) allows such features to exceed the height limit through the Section 309 exception process, provided that the feature meets certain criteria. Compliance with these criteria is discussed in Item #7E below.

- K. **Bulk Limits (Section 270):** Section 270 establishes bulk controls by district. In the "S-2" Bulk District, for buildings taller than 650 feet, the following bulk controls apply: There are no bulk controls for the lower tower, defined as the bottom two-thirds of the building. The upper tower is defined as the upper one-third of the building, including unoccupied rooftop sculptural elements intended to produce a distinct visual tapering of the building (see discussion in Item #X below). The average floor size of the upper tower shall not exceed 75 percent of the average floor size of the lower tower, and the average diagonal dimension shall not exceed 87 percent of the average diagonal dimension of the lower tower.

The lower tower has an average floorplate of approximately 25,910 square feet, while the upper tower has an average floorplate of approximately 15,687 square feet. Therefore, the average upper tower floorplate measures approximately 61% of the size of the average lower

tower floorplate. The lower tower floors have an average diagonal dimension of approximately 201 feet, while the upper tower floors have an average diagonal dimension of approximately 157 square feet. Therefore, the average upper tower diagonal dimension measures approximately 78% of the size of the average lower tower diagonal dimension. The Project complies with the bulk limitations of the S-2 Bulk District.

- L. **Shadows on Parks (Section 295).** Section 295 requires any project proposing a structure exceeding a height of 40 feet to undergo a shadow analysis in order to determine if the project will result in the net addition of shadow to properties under the jurisdiction of the Recreation and Park Department.

The Final EIR prepared for the Project analyzed and identified potential new shadows that the Project would cast on eight open spaces (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) under the jurisdiction of the Recreation & Parks Department. Approval of the Project is therefore subject to approval under the procedures of Planning Code Section 295 (also known as "Prop K") by the Recreation & Parks and Planning Commissions.

On October 11, 2012, the Planning Commission and the Recreation and Park Commission held a duly noticed joint public hearing on and adopted Planning Commission Resolution No. 18717 and Recreation and Park Commission Resolution No. 1201-001 raising the absolute cumulative shadow limits (ACLs) for seven open spaces under the jurisdiction of the Recreation & Park Department that could be shadowed by likely cumulative development sites in the Plan area, including the Project. In revising these ACLs the Commissions also adopted qualitative criteria for each park related to the characteristics of shading within these ACLs that would not be considered adverse, including the duration, time of day, time of year, and location of shadows on the particular parks. At the hearing on October 11, 2012, the Recreation and Park Commission also recommended that the General Manager of the Recreation & Park Department recommend to the Planning Commission that the shadows cast by the Project on certain properties under the jurisdiction of the Recreation & Park Department are not adverse to the use of these properties, and that the Planning Commission allocate to the Project allowable shadow from the absolute cumulative shadow limits of six of these properties.

On its hearing on October 18, 2012, the Planning Commission adopted Motion No. 18724, finding that the shadows cast by the Project on these open spaces would not be adverse to the use of the parks, and allocating ACLs to the Project for Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, and Boeddeker Park (the properties where ACLs have been adopted).

- M. **Downtown Park Fund (Section 412).** A project in a C-3 District that proposes a net addition of office space is required to pay a fee which will be deposited in the Downtown Park Fund. The fee is jointly established by the Planning Commission and the Recreation and Park Commission. The purpose of the Downtown Park Fund is to provide the City with the financial resources to develop public park and recreation facilities for the enjoyment of employees and visitors in downtown San Francisco. Because the project is located within the Transbay C-3 Special Use District

(Planning Code Section 249.28), the project's fees will be used within the Transbay Redevelopment Area.

The Project Sponsor would comply with this requirement by contributing the required amount.

- N. **Jobs-Housing Linkage Program (Section 413).** Large-scale development projects that contain entertainment, hotel, office, research and development, or retail/personal services uses create jobs as well as an increased demand for housing. Under Section 413, these large-scale development projects are required to pay a fee to a designated housing developer or to the City in order to help offset the cost of building additional housing. The Section 413 housing requirements apply to office projects proposing at least 25,000 square feet of new use. Because the project is located within the Transbay C-3 Special Use District (Planning Code Section 249.28), any project fees paid to the City will be used within the Transbay Redevelopment Area.

The Project is subject to Section 413, because it proposes approximately 1,370,577 square feet of new office use. The Project Sponsor would comply with Section 413 either by construction of the units or by payment of an in-lieu fee.

- O. **Childcare Requirement (Section 414).** Large-scale office and hotel developments create jobs as well as an increased demand for childcare services for the employees who fill those jobs. Under Section 414, these large-scale development projects are required to (1) provide on-site childcare, (2) provide off-site childcare, (3) pay an in-lieu fee, or (4) combine the provision of on-site or off-site childcare with the payment of an in-lieu fee. This requirement applies to office development projects proposing the net addition of 50,000 or more gross square feet. Because the project is located within the Transbay C-3 Special Use District (Planning Code Section 249.28), any project in-lieu fees will be used within the Transbay Redevelopment Area.

The Project proposes approximately 1,370,577 sq. ft. of new office use and is subject to Section 414. The Project Sponsor would either provide the childcare facility itself, make arrangements with an appropriate organization to do so, or pay the in-lieu fee.

- P. **Transit Center District Open Space Fee (Section 424.6).** A project in the C-3-O(SD) District that proposes a net addition of non-residential use is required to pay a fee which will be deposited in the Transit Center District Open Space Fund. The purpose of this Fund is to provide the City with the financial resources to develop public park and recreation facilities for the enjoyment of employees and visitors in downtown San Francisco.

The Project proposes approximately 1,370,577 sq. ft. of new office use and is subject to Section 424.6. The Project Sponsor would comply with this provision in accordance with Ordinance No. 182-12, Section 3(a) (uncodified), which requires payment of \$2 (two) million of this fee and an offset against the remainder of the full amount of the Open Space Fee for constructing or causing to be constructed certain on and off-site open space improvements as set forth in an

in-kind agreement that is a condition of this approval. See condition of approval regarding the in-kind agreement for more information.

- Q. **Transit Center District Transportation and Street Improvement Fee (Section 424.7).** A project in the C-3-O(SD) District that proposes a net addition of non-residential use is required to pay a fee which will be deposited in the Transit Center District Transportation and Street Improvement Fund. The purpose of this Fund is to provide the City with the financial resources to design and implement transportation improvements in downtown San Francisco.

The Project proposes approximately 1,370,577 sq. ft. of new office use and is subject to Section 424.7. The Project Sponsor would comply with this provision in accordance with Ordinance No. 182-12, Section 3(a) (uncodified), which requires full payment of the TCDP Transit Delay Mitigation Fee and an offset against the full amount of the remainder of the TCDP Transportation and Street Improvement Fee as set forth in an in-kind agreement that is a condition of this approval. See condition of approval regarding the in-kind agreement for more information. The TCDP Transit Delay Mitigation Fee, adopted in Ordinance No. 182-12, implements Mitigation Measures M-TR-3d and M-TR-3e as specified in the Final EIR.

- R. **Transit Center District Mello Roos Community Facilities District Program (Section 424.8).** A project in the C-3-O(SD) District that exceeds an FAR of 9.0 to 1 is required to participate in a Mello Roos Community Facilities District in order to help fund infrastructure, improvements, and services described in the Transit Center District Implementation Document.

The Project Site has a lot area of approximately 50,515 square feet. Therefore, up to 303,090 square feet of Gross Floor Area ("GFA") is allowed under the basic FAR limit, and up to 454,635 square feet of GFA is permitted with the purchase of TDR. As shown in the conceptual plans for the Project, the building would include 1,370,577 square feet of GFA (an FAR of approximately 26.7 to 1). In accordance with Planning Code Section 424.8, conditions of approval are included to require the Project Sponsor to participate in the Transit Center District Mello-Roos Community Facilities District (CFD) and to include the Project Site in the CFD prior to the issuance of the First Temporary Certificate of Occupancy for the Project.

- S. **Public Art (Section 429).** In the case of construction of a new building or addition of floor area in excess of 25,000 square feet to an existing building in a C-3 District, Section 429 requires a project to include works of art costing an amount equal to one percent of the construction cost of the building.

The Project would comply by dedicating one percent of construction cost to works of art.

7. **Exceptions Request Pursuant to Planning Code Section 309.** The Planning Commission has considered the following exceptions to the Planning Code, makes the following findings and grants each exception as further described below:

- A. **Section 132.1(c): Streetwall Base.** In order to establish an appropriate street wall in relation to the width of the street and to adjacent structures, and to avoid the perception of overwhelming mass that would be created by a number of tall buildings built close together with unrelieved vertical rise, new buildings taller than 150 feet within the C-3-O(SD) District must establish a streetwall height between 50 and 110 feet, through the use of a horizontal relief totaling at least 10 feet for a minimum of 40 percent of the linear frontage.

The design of the Project is generally comprised of vertical walls up to the 27th story of the building, with the remainder of the building gradually tapering along curving walls to an unenclosed sculptural crown at the top of the Tower. The Project does not incorporate a literal horizontal streetwall setback as required by Section 132.1(c), therefore an exception is required pursuant to Section 309.

Per Section 132.1(b)(1), exceptions to the streetwall base requirements may be allowed if the Commission determines that the following criteria have been met:

- i. The design of the proposed project successfully creates a clearly defined building base that establishes or maintains an appropriate streetwall at the height or height range described above.
- ii. The base is not defined solely by recessing the base.
- iii. The overall building mass tapers or steps away from the street above the streetwall reducing any sense of unrelieved vertical rise directly from the sidewalk edge.
- iv. The overall architectural expression of the proposed project is exceptional, unique, and consistent with the intent of the streetwall requirement.

The Tower exterior consists of a glass curtain wall wrapped in a grid of metal horizontal sunshades and vertical accents. The depth of these metal elements varies across the facade, becoming tight with the curtain wall near the building's rounded corners, with flaring to deeper projections toward the center of each elevation. While the overall design intent of the building is to create a pure, unified architectural language throughout the height of the Tower, changes at the lower floors of the Project meet the intent of the requirements of Section 132.1(c) to create a unique and distinct base. At the 5th floor, or approximately 84 feet above sidewalk grade, the grid of the metal elements becomes deeper and more pronounced, without the shallower depths at the corners found on the upper portions of the Tower. The effect of this treatment is to create a horizontal band that wraps the building at a streetwall height, creating the perception of a base as intended by the Code. These changes lend to a richer texture that is suitable at the lower floors, where they would be perceived at a closer distance by pedestrians. The depth of these elements also contributes to a visual "weight" to anchor the building to its site.

The ground-floor of the project is set back substantially from the Mission and First Street frontages to create a wider effective sidewalk width and reduce the perception of

unrelieved building height that crowds the sidewalk below, and is substantially buffered from the Fremont Street frontage by Mission Square. The pedestrian realm along the sidewalk is distinctly defined from the rest of the Tower by a clear glass curtain wall slightly recessed from the floors above. Along the Mission Street frontage, the ground-floor is expressed as a gracious, two-story volume that further responds to the scale of the pedestrian. Above the 26th floor, each elevation curves and tapers away from the streets toward a narrow, slender termination of the building. This curvature will further reduce the apparent height and massing of the building when viewed from points immediately below. Considered as a whole, the design of the Project meets the intent of the streetwall base requirements of Section 132.1(c), and qualifies for an exception from the strict streetwall setback requirements, as permitted by Section 309.

- B. **Section 132.1(d): Setbacks and Separation of Towers.** In order to preserve the openness of the street to the sky and to provide light and air between structures, Section 132.1(d)(1) requires all structures in the “S-2” Bulk District to provide a minimum setback of 15 feet from the interior property lines that do not abut public sidewalks and from the property lines abutting a public street or alley. This setback increases along a sloping line for building heights above 300 feet, to a maximum setback of 35 feet for building heights above 550 feet.

The tower separation requirement applies beginning at a height that is equal to 1.25 times the width of the principal street on which the building faces. The Project fronts on Mission, First, and Fremont Streets, each of which measures 82.5 feet in width. Therefore, the 15-foot setback requirement begins at a height of approximately 103 feet. Above 300-feet in height, the setback gradually increases to a maximum of 70 feet at a building height of 1,000 feet. For those elevations fronting on a public street, this required setback is measured from the centerline of the abutting street. The Mission, First, and Fremont Street facades comply with the tower separation requirement, with all portions of the building set back a minimum of 70 feet from the abutting street.

The south elevation of the Tower faces the future Transit Center and City Park. Portions of building intrude into the required interior property line setback at building heights above 103 feet (where the setback requirement applies). Given the curving design of the Tower, as well as the variable slope of the setback line, the extent of encroachment into the setback varies at each floor above 103 feet. The largest encroachment into this setback occurs at the 37th floor, where the building is set back approximately 7 feet from the southerly property line, while a 35-foot setback is required. The uppermost portions of the Tower, at the unenclosed decorative lattice crown, fully comply with the required 35-foot setback.

Per Section 132.1(c)(2)(B), exceptions to the tower separation setback requirements may be allowed to the extent that it is determined that restrictions on adjacent properties make it unlikely that development will occur at a height or bulk which will, overall, impair access to light and air or the appearance of separation between buildings, thereby making full setbacks unnecessary. This Section specifically states that for development on lots abutting the Transit Center on Blocks 3719, 3720, and 3721, the minimum setback shall be partially or fully reduced through the Section 309 exception process.

The project is situated on Block 3720, and the building is proposed immediately adjacent to the future Transit Center. The Transit Center is currently under construction, and is a key hub of regional and Statewide transportation infrastructure. In addition, the top of the Transit Center will be developed with City Park, a 5.4 acre publicly accessible open space which will serve the dense population of workers, visitors, and residents that are anticipated due to growth within the Plan area. The width of the Transit Center and City Park itself will provide separation between the Project and the future development of taller buildings to the south, satisfying the intent of Section 132.1 (d). In addition, the sloping design of the Tower will enhance the sense of separation and openness to the sky, as well as access to light for City Park. As the new Transit Center is unlikely to be redeveloped in the foreseeable future, it is appropriate to reduce the required interior property line setback for the Project as indicated in the Code provisions.

- C. **Section 155: Parking and Loading Design.** Section 155 regulates the design of parking and loading facilities. Section 155(r)(3) specifies that no curb cuts may be permitted on the segment of First Street abutting the Project. Within the C-3-O(SD) District, the Planning Commission may grant an exception through the Section 309 Review process where the amount of parking proposed does not exceed the amounts permitted as accessory in Section 151.1

The Project proposes a subterranean parking area equal to 3.5% of the gross floor area of the office uses in the Project, and complies with the maximum permitted accessory parking under Section 151.1. Therefore, the Project qualifies for an exception from the prohibition of curb cuts on First Street pursuant to Section 309.

The exception is appropriate given that Section 155(r) strictly prohibits the installation of curb cuts on Mission Street, given the substantial existing and future volumes of pedestrians and transit activity on Mission Street. In addition, a curb-cut accessing the Project via Fremont Street would substantially degrade the quality of Mission Square, which is intended as an important public open space and pedestrian circulation space for visitors reaching the Transit Center and City Park. Given these limitations, First Street serves as the appropriate location for a curb cut to access the subterranean off-street parking and loading functions for the Transbay Tower.

- D. **Section 148: Ground-Level Wind Currents.** In C-3 Districts, buildings and additions to existing buildings shall be shaped, or other wind-baffling measures shall be adopted, so that the developments will not cause ground-level wind currents to exceed more than 10 percent of the time year round, between 7:00 a.m. and 6:00 p.m., the comfort level of 11 miles per hour equivalent wind speed in areas of substantial pedestrian use and seven miles per hour equivalent wind speed in public seating areas.

When preexisting ambient wind speeds exceed the comfort level, or when a proposed building or addition may cause ambient wind speeds to exceed the comfort level, the building shall be designed to reduce the ambient wind speeds to meet the requirements. An exception may be granted, in accordance with the provisions of

Section 309, allowing the building or addition to add to the amount of time that the comfort level is exceeded by the least practical amount if (1) it can be shown that a building or addition cannot be shaped and other wind-baffling measures cannot be adopted to meet the foregoing requirements without creating an unattractive and ungainly building form and without unduly restricting the development potential of the building site in question, and (2) it is concluded that, because of the limited amount by which the comfort level is exceeded, the limited location in which the comfort level is exceeded, or the limited time during which the comfort level is exceeded, the addition is insubstantial.

Section 309(a)(2) permits exceptions from the Section 148 ground-level wind current requirements. No exception shall be granted and no building or addition shall be permitted that causes equivalent wind speeds to reach or exceed the hazard level of 26 miles per hour for a single hour of the year.

Independent consultants analyzed ground-level wind currents in the vicinity of the Project Site. A wind tunnel analysis, the results of which are included in the EIR, was conducted using a scale model of the Project Site and its immediate vicinity.

Comfort Criterion

Based on existing conditions, 18 of the 102 sidewalk locations tested currently exceed the pedestrian comfort level of 11 mph, with wind speeds ranging from 5 to 24 mph. 62 of the 69 test points in seating areas exceed the seven mph threshold, with wind speeds ranging from 6 to 20 mph. Wind test points were also taken for future locations within City Park, which will be constructed on top of the Transit Center. At the 50 test point in City Park, 45 locations exceeded the seating area comfort level of seven mph.

The Project would result in relatively modest changes in ground-level winds. The average wind speed would increase slightly from 9.3 to 9.8 mph, with speeds at the test points ranging from 4 to 19 mph. Wind speeds with the Transit Tower in place would increase at 84 locations where winds were also tested in the existing condition, and would decrease at 56 locations. At 32 locations, there would be no change in the average wind speed. The increase in wind speeds would be small—1 to 3 mph—at a large majority of points. At seven of 172 locations, the increase in average wind speed would be greater than 3 mph: five of these locations are in the City Park atop the Transbay Terminal, proximate to the Transit Tower, where the average wind speed would increase by 4 mph at each location. At two pedestrian locations east and south of the Transit Tower, wind speeds would also increase by 4 mph. Around the base of the Transit Tower itself, wind speeds would change little, with increases or decreases of 2 mph to 3 mph at most locations except at the southeast corner of First and Mission Streets, where the wind speed exceeded 10 percent of the time would decrease by 5 mph, from 16 mph to 11 mph. Locations east of the Tower, in the planned Mission Square park, would increase or decrease by 2 mph or 3 mph. Wind speeds at all test points in Mission Square would exceed the seating comfort criterion of 7 mph, as is the case for all points tested there under existing conditions.

With implementation of the Transit Tower project, there would be 101 exceedances of the Section 148 wind-speed criteria at 207 test locations (49 percent); this compares to exceedances at 80 of 172 locations under existing conditions. Of the 101 total exceedances, 37 would exceed the 7-mph seating criterion in City Park and 34 would exceed the 7-mph seating criterion in other publicly accessible open spaces. Of 122 sidewalk locations, 30 would exceed the 11-mph pedestrian criterion, compared to 18 of 103 sidewalk locations under existing conditions. Because the Project would result in a net increase in the number of exceedances of the pedestrian and seating comfort criteria of Section 148, an exception is required under Planning Code Section 309.

An exception is justified under the circumstances, because the changes in wind speed and frequency due to the Project are slight and unlikely to be noticeable. In the aggregate, the average wind speed across all test points would not change substantially. While changes in wind conditions would vary depending on location, at the vast majority of locations, the increases in wind speeds would be small (1 to 3 mph).

Wind speeds would range from four to 20 mph. The foregoing results indicate that the comfort-level criterion would be exceeded by limited amounts with wind speeds up to 20 mph as opposed to 18 mph under existing conditions. The areal extent of winds above the threshold would remain limited, with an increase of one location over existing conditions. Winds would remain under the threshold roughly 94 percent of the time.

The Project cannot be shaped or incorporate wind-baffling measures that would reduce the wind speeds to comply with Section 148(a) without creating an unattractive building or unduly restricting the development potential of the Project Site. Construction of the Project would have a relatively small effect on wind conditions. The locations where wind speeds would exceed the comfort criterion are not immediately adjacent to the Project Site, making it infeasible to incorporate wind baffles or other design features to reduce wind at these locations. For these reasons, an exception from the comfort criterion is appropriate and hereby granted.

Hazard Criterion

A single existing exceedance of the wind hazard criterion of 26 mph is located in the vicinity on Mission Street, east of Second Street. With the construction of the Project, the hazard exceedance at this location would be eliminated. The Project would not result in the creation of any new exceedances of the hazard criterion. Therefore, the Project would comply with the hazard criterion of Section 148.

- E. **Section 260(b)(M): Unoccupied Building Height.** Buildings which exceed 550 feet in the S-2 Bulk District may include unoccupied building features, including mechanical and elevator penthouses, enclosed and unenclosed rooftop screening, and unenclosed architectural features not containing occupied space that extend above the height limit as an exception under Section 309, if the Planning Commission determines that such features meet all of the following criteria:

(i) Such elements are demonstrated to not add more than insignificant amounts of additional shadow compared to the same building without such additional elements on any public open spaces.

(ii) In the case of a building in the 1,000-foot height district, such elements are not limited in height.

(iii) Such elements are designed as integral components of the building design, enhance both the overall silhouette of the building and the City skyline as viewed from distant public vantage points by producing an elegant and unique building top, and achieve overall design excellence.

The top of the tower is finished with a sculptural crown, designed as an unenclosed latticework of structural grid that continues the expression of metal accents that wrap the occupied floors of the Tower below.

The TCDP envisions that, within the larger context of the future skyline created by the increased building heights in the Plan area, the Project will serve as the tallest point, both as a spire rising above other buildings within the skyline, and as a marker of the significance of the adjacent Transit Center. As a design component of the Project, the crown creates an elegant and distinct termination to the Tower, and contributes to the slender proportions of the overall building form. Given that the crown is not fully solid, and is comprised of relatively narrow structural elements, it would not contribute substantial amounts of additional shadow to open spaces in the vicinity. In addition, because the sun is a disc rather than a single point in the sky, sunlight can “pass around” such narrow elements of buildings resulting in a diffuse shadow line (rather than a hard-edged shadow) at points distant from the Project.

8. **General Plan Conformity.** The Project would affirmatively promote the following objectives and policies of the General Plan:

COMMERCE ELEMENT

Objectives and Policies

The **Commerce Element** of the General Plan contains the following relevant objectives and policies:

OBJECTIVE 1:

MANAGE ECONOMIC GROWTH AND CHANGE TO ENSURE ENHANCEMENT OF THE TOTAL CITY LIVING AND WORKING ENVIRONMENT.

Policy 1.1:

Encourage development which provides substantial net benefits and minimizes undesirable consequences. Discourage development which has substantial undesirable consequences that cannot be mitigated.

The Project would provide significant benefits by increasing the supply of office space in the Downtown area, and thus would create new jobs in a location that is easily accessible by a multitude of transit services. It would result in an increase in tax revenue for the City and an increase in retail/personal services activity in the immediate neighborhood. The Project would also contribute substantial revenue toward the improvement of San Francisco's transportation network, as well as funds for new open spaces, affordable housing, and other public services.

DOWNTOWN PLAN ELEMENT

Objectives and Policies

The **Downtown Plan Element** of the General Plan contains the following relevant objectives and policies:

OBJECTIVE 2:

MAINTAIN AND IMPROVE SAN FRANCISCO'S POSITION AS A PRIME LOCATION FOR FINANCIAL, ADMINISTRATIVE, CORPORATE, AND PROFESSIONAL ACTIVITY.

Policy 2.1:

Encourage prime downtown office activities to grow as long as undesirable consequences of such growth can be controlled.

Policy 2.2:

Guide location of office development to maintain a compact downtown core and minimize displacement of other uses.

The Project would add office space to a location that is well-served by existing and future transit, and is within walking distance of substantial retail goods and services. Employees of the building would be able to walk, bike, or utilize transit to commute and access services in the vicinity.

OBJECTIVE 5:

RETAIN A DIVERSE BASE OF SUPPORT COMMERCIAL ACTIVITY IN AND NEAR DOWNTOWN.

Policy 5.1:

Provide space for support commercial activities within the downtown and in adjacent areas.
With a significant addition of new office space, the Project supports this Policy.

TRANSIT CENTER DISTRICT PLAN

The **Transit Center District Plan** of the General Plan contains the following relevant objectives and policies:

Objectives and Policies

OBJECTIVE 1.1:

MAINTAIN DOWNTOWN SAN FRANCISCO AS THE REGION'S PREMIER LOCATION FOR TRANSIT-ORIENTED JOB GROWTH WITHIN THE BAY AREA.

OBJECTIVE 1.2

REINFORCE THE ROLE OF DOWNTOWN WITHIN THE CITY AS ITS MAJOR JOB CENTER BY PROTECTING AND ENHANCING THE CENTRAL DISTRICT'S REMAINING CAPACITY, PRINCIPALLY FOR EMPLOYMENT GROWTH.

Policy 1.1:

Increase the overall capacity of the Transit Center District for additional growth.

Policy 1.3:

Reserve the bulk of remaining space in the core Transit Center District for job growth, by limiting the amount of non-commercial uses on major opportunity sites.

In general, the downtown core of San Francisco offers relatively few remaining opportunity sites for employment growth. The TCDP seeks to maximize development intensity at these remaining opportunity sites, and to preserve such sites primarily for employment uses. The Plan seeks to address issues of regional sustainability and traffic congestion by focusing job growth within an intense, urban context in an area supported by abundant existing and planned transit services, as well as retail and service amenities. As the largest single Project in the Plan area, the Tower implements this vision through the development of over 1.35 million square feet of office space, located immediately adjacent to the future Transit Center, and within one block of the Market Street transit spine. The Project is comprised almost exclusively of office uses, but is supported by approximately 10,600 square feet of retail space to provide services to employees and visitors, and to activate the streetscape and adjacent City Park.

OBJECTIVE 2.2:

CREATE AN ELEGANT DOWNTOWN SKYLINE, BUILDING ON EXISTING POLICY TO CRAFT A DISTINCT DOWNTOWN "HILL" FORM, WITH ITS APEX AT THE TRANSIT CENTER, AND TAPERING IN ALL DIRECTIONS.

OBJECTIVE 2.3:

FORM THE DOWNTOWN SKYLINE TO EMPHASIZE THE TRANSIT CENTER AS THE CENTER OF DOWNTOWN, REINFORCING THE PRIMACY OF PUBLIC TRANSIT IN ORGANIZING THE CITY'S DEVELOPMENT PATTERN, AND RECOGNIZING THE LOCATION'S IMPORTANCE IN LOCAL AND REGIONAL ACCESSIBILITY, ACTIVITY, AND DENSITY.

Policy 2.1:

Establish the Transit Tower as the "crown" of the downtown core—its tallest and most prominent building—at an enclosed height of 1,000 feet.

Policy 2.2:

Create a light, transparent sculptural element to terminate the Transit Tower to enhance skyline expression without casting significant shadows. This vertical element may extend above the 1,000 foot height limit.

The existing skyline of downtown San Francisco is largely characterized by a cluster of towers that, when viewed in aggregate, form a plateau at a height of approximately 500 to 550 feet (the historic maximum zoned heights in the C-3 Districts). The TCDP envisions the creation of a new, sculpted skyline formed by height increased at selected locations to allow slender point towers that project above this plateau. The Project Site was specifically envisioned to serve as the tallest “spire” within this form, creating an iconic marker within the skyline and a distinctive identity for the urban form of San Francisco that is evocative of the sloping terrain of the area’s natural landforms. The design of the Tower fulfills this vision, reaching the height envisioned by the Plan, and topped by a sculptural crown. This crown carries the language of a gridded metal skin that wraps the remainder of the tower, but is open and largely transparent between the structural members, capturing and reflecting natural daylight and evening illumination as a distinct element of the overall architecture.

OBJECTIVE 2.11:

PURSUE BUILDING SETBACKS TO AUGMENT A SIDEWALK WIDENING PROGRAM ON STREET FRONTAGES WHERE SIGNIFICANT CONTIGUOUS STRETCHES OF PARCELS ARE LIKELY TO BE REDEVELOPED.

Policy 2.14:

Require building setbacks for new buildings to expand the roadway where necessary to accommodate needed transit, bicycle and pedestrian facilities.

The project is set back from the property line along the Mission and First Street frontages in order to provide a minimum effective sidewalk width of 20 feet. In addition, the Project includes the creation of a new plaza known as Mission Square, which is intended as an important public open space and pedestrian circulation zone for visitors reaching the future Transit Center and City Park. A bulb-out is proposed at the corner of First and Mission Streets to provide additional crosswalk queuing and areas for pedestrian movement to accommodate the substantial future pedestrian population that is expected in the area.

OBJECTIVE 3.11:

ENHANCE ACCESS AND MAXIMIZE THE VISIBILITY OF THE TRANSIT CENTER’S FUTURE ROOFTOP PARK FROM THE SURROUNDING NEIGHBORHOODS, ESPECIALLY NEIGHBORHOODS TO THE SOUTH.

Policy 3.17:

Ensure that highly-visible, welcoming, and grand means of public access to the Transit Center Park are provided directly from key public spaces and buildings adjacent to the Transit Center.

The Project includes the construction of a highly-visible inclined elevator that will carry visitors from Mission Square to City Park. In addition, the Tower itself incorporates a separate lobby and elevator which will serve as an additional means of access for the public to reach City Park. Both of these amenities will

contribute to the vision of the TCDP to create multiple, spontaneous opportunities for visitors to reach City Park by adding such vertical circulation within Projects that about the Transit Center.

OBJECTIVE 4.1:

THE DISTRICT'S TRANSPORTATION SYSTEM WILL PRIORITIZE AND INCENTIVIZE THE USE OF TRANSIT. PUBLIC TRANSPORTATION WILL BE THE MAIN, NON-PEDESTRIAN MODE FOR MOVING INTO AND BETWEEN DESTINATIONS IN THE TRANSIT CENTER DISTRICT.

Policy 4.5:

Support funding and construction of the Transbay Transit Center project to further goals of the District Plan, including completion of the Downtown Extension for Caltrain and High Speed Rail.

One of the goals of the Plan is to leverage increased development intensity to generate revenue that will enable the construction of new transportation facilities, including support for the new Transit Center, including the Downtown Rail Extension. These revenues will also be directed toward improvements to sidewalks and other important pedestrian infrastructure to create a public realm that is conducive to, and supportive of pedestrian travel. As the largest development within the Plan area, the Project will contribute substantial financial resources toward these improvements, and will also serve to leverage these investments by focusing intense employment growth within the core of planned transportation services.

TRANSPORTATION ELEMENT

Objectives and Policies

The **Transportation Element** of the General Plan contains the following relevant objectives and policies:

OBJECTIVE 2:

USE THE TRANSPORTATION SYSTEM AS A MEANS FOR GUIDING DEVELOPMENT AND IMPROVING THE ENVIRONMENT.

Policy 2.1:

Use rapid transit and other transportation improvements in the city and region as the catalyst for desirable development, and coordinate new facilities with public and private development.

The Project is located within an existing high-density urban context, and within the core of future local, regional, and Statewide transportation services. The area has a multitude of transportation options, and the Project Site is within walking distance of the Market Street transit spine and the Ferry Building. The Project is also located immediately adjacent to the future Transit Center, and thus would make good use of the existing transit services available in this area and would assist in maintaining the desirable urban characteristics and services of the area. The Project proposes little off-street parking, encouraging users of the building to seek transportation options other than private automobile use. The Project will contribute substantial revenue toward funding the transportation infrastructure proposed by the TCDP, including the Transit Center and the Downtown Rail Extension.

9. **Priority Policy Findings.** Section 101.1(b) establishes eight priority planning policies and requires the review of permits for consistency with said policies. The Project complies with these policies, on balance, as follows:

- A. That existing neighborhood-serving retail/personal services uses be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses enhanced.

The Project would include approximately 10,600 sq. ft. of retail/personal services uses at the ground-floor and mezzanine level. These uses would provide goods and services to downtown workers, residents, and visitors, while creating ownership and employment opportunities for San Francisco residents. The addition of office uses would bring new employees and visitors to area, strengthening the customer base of other businesses.

- B. That existing housing and neighborhood character be conserved and protected in order to preserve the cultural and economic diversity of our neighborhoods.

The Project Site is currently being used as a staging area during the construction of the new Transit Center, and was not previously occupied by residential uses. Therefore, no housing would be removed by the Project. The Project Site is located in an area where high-rise office development predominates and is explicitly encouraged by the Downtown Plan and the Transit Center District Plan. The Project would be compatible with the character of the downtown area.

- C. That the City's supply of affordable housing be preserved and enhanced.

The Project would enhance the City's supply of affordable housing by participating in the Jobs-Housing Linkage Program pursuant to Planning Code Section 413. The Project is also part of the Transbay Redevelopment Area, which includes over 3,000 new housing units of which 35% will be affordable. This high share of affordable housing is funded through tax increment revenues from major new private developments in the Redevelopment Area, particularly the proposed Project.

- D. That commuter traffic not impede MUNI transit service or overburden our streets or neighborhood parking.

The Project Site is situated in the downtown core and is well served by public transit. The Project Site is located immediately adjacent to the future Transit Center, which will provide direct access to a significant hub of local, regional, and Statewide transportation. The Project is also located one block from Market Street, a major transit corridor that provides access to various Muni and BART lines. The Project includes minimal off-street parking to discourage commuting via private automobile. The Project implements the vision of the Transit Center District Plan to direct regional employment growth to a location that is served by abundant transit options, in order to facilitate travel by means other than private automobile.

- E. That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced.

The Project Site does not contain any industrial or service sector uses; thus, none would be displaced by the Project. The Project includes approximately 10,600 square feet of retail uses, which will provide service sector employment opportunities.

- F. That the City achieve the greatest possible preparedness to protect against injury and loss of life in an earthquake.

The Project will comply with all current structural and seismic requirements under the San Francisco Building Code.

- G. That landmarks and historic buildings be preserved.

The project would not affect any landmark or historic building. Portions of the Project Site were previously occupied by the Transbay Terminal, a building which was considered an historic resource under CEQA. However, the Transbay Terminal was demolished in 2010 by the Transbay Joint Powers Authority to enable construction of the Transit Center, and the Project Site is temporarily being used as a staging area for construction of the Transit Center.

- H. That our parks and open space and their access to sunlight and vistas be protected from development.

As analyzed in the EIR prepared for the Project, the Tower would cast additional shadow on eight open spaces under the jurisdiction of the Recreation & Park Department (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park). At its hearing on October 18, 2012, the Planning Commission adopted Motion No. 18724, finding that the shadows cast by the Project on these open spaces would not be adverse to the use of the parks, and allocating ACLs to the Project for Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, and Boeddeker Park (the properties where ACLs have been adopted).

The project would include a new public plaza known as Mission Square, measuring approximately 24,085 square feet located immediately to the east of the Tower. This space will include enhanced paving, seating areas, and a redwood grove. The Project also includes vertical circulation elements allowing the public to access the future City Park that will be developed on top of the Transit Center by the Transbay Joint Powers Authority. An inclined elevator will carry visitors from Mission Square to City Park, and an elevator reached via a separate lobby within the Tower will serve as an additional means of access for the public.

10. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.
11. The Commission hereby finds that approval of the Section 309 Determination of Compliance and Request for Exceptions would promote the health, safety, and welfare of the City.

DECISION

Based upon the whole record, the submissions by the Project Sponsor, the staff of the Department, and other interested parties, the oral testimony presented to the Commission at the public hearing, and all other written materials submitted by all parties, in accordance with the standards specified in the Code, the Commission hereby **APPROVES Application No. 2012.0257X** and grants exceptions to Sections 132.1, 148, 155(r), and 260(b) pursuant to Section 309, subject to the following conditions attached hereto as Exhibit A which are incorporated herein by reference as though fully set forth, in general conformance with the plans stamped Exhibit B and on file in Case Docket No. **2012.0257X**.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 309 Determination of Compliance and Request for Exceptions to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of this Motion if not appealed OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. For further information, please contact the Board of Appeals in person at 1650 Mission Street, Room 304 or call (415) 575-6880.

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting on October 18, 2012

Linda D. Avery
Commission Secretary

AYES: Fong, Antonini, Borden, Hillis, Sugaya, Wu

NOES: Moore

ABSENT:

ADOPTED: October 18, 2012

EXHIBIT A

AUTHORIZATION

This authorization is to grant a Planning Code Section 309 Determination of Compliance and Request for Exceptions, in connection with a proposal to construct a 61-story building reaching a roof height of approximately 912 feet with a decorative crown reaching a maximum height of approximately 1,070 feet, containing approximately 1.37 million square feet of office uses, approximately 10,600 square feet of retail space, approximately 28,300 square feet of publicly-accessible open space, and approximately 39,370 square feet of off-street subterranean parking area. The project site is located within the C-3-O(SD) (Downtown Office, Special Development) District, the 1000-S-2 Height and Bulk District, the Transit Center C-3-O(SD) Commercial Special Use District, and the Transbay C-3 Special Use District, in general conformance with plans dated October 18, 2012 and stamped "EXHIBIT B" included in the docket for Case No. 2012.0257X and subject to conditions of approval reviewed and approved by the Commission on October 18, 2012 under Motion No. 18726. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on October 18, 2012 under Motion No 18726.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. 18726 shall be reproduced on the Index Sheet of construction plans submitted with the Site or Building permit application for the Project. The Index Sheet of the construction plans shall reference to the Planning Code Section 309 Determination of Compliance and any subsequent amendments or modifications.

SEVERABILITY

The Project shall comply with all applicable City codes and requirements. If any clause, sentence, section or any part of these conditions of approval is for any reason held to be invalid, such invalidity shall not affect or impair other remaining clauses, sentences, or sections of these conditions. This decision conveys no right to construct, or to receive a building permit. "Project Sponsor" shall include any subsequent responsible party.

CHANGES AND MODIFICATIONS

Changes to the approved plans may be approved administratively by the Zoning Administrator. Significant changes and modifications of conditions shall require Planning Commission approval of a new Planning Code Section 309 Determination of Compliance.

Conditions of Approval, Compliance, Monitoring, and Reporting PERFORMANCE (5)

1. Validity and Expiration. The authorization and right vested by virtue of this action is valid for five years from the effective date of the Motion. A building permit from the Department of Building Inspection to construct the project and/or commence the approved use must be issued as this Planning Code Section 309 Determination of Compliance is only an approval of the proposed project and conveys no independent right to construct the project or to commence the approved use. The Planning Commission may, in a public hearing, consider the revocation of the approvals granted if a site or building permit has not been obtained within five (5) years of the date of the Motion approving the Project. Once a site or building permit has been issued, construction must commence within the timeframe required by the Department of Building Inspection and be continued diligently to completion. The Commission may also consider revoking the approvals if a permit for the Project has been issued but is allowed to expire and more than five (5) years have passed since the Motion was approved.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

2. Extension. This authorization may be extended at the discretion of the Zoning Administrator only where failure to issue a permit by the Department of Building Inspection to perform said tenant improvements is caused by a delay by a local, State or Federal agency or by any appeal of the issuance of such permit(s).

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

3. Additional Project Authorization. The Project Sponsor must obtain a Project authorization under Sections 320 through 325 to allocate office square footage, as well as findings under Section 295 as to whether the shadow cast by the project on eight open spaces (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) under the jurisdiction of the Recreation & Parks Department would have an adverse impact. The conditions set forth below are additional conditions required in connection with the Project. If these conditions overlap with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

4. Development Timeline - Office. Pursuant to Planning Code Section 321(d) (2), construction of an office development shall commence within five years of the date of this Motion approving this Project becomes effective. Failure to begin work within that period or to carry out the development diligently thereafter to completion shall be grounds to revoke approval of the office development under this conditional use authorization.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

DESIGN – COMPLIANCE AT PLAN STAGE

5. Final Materials. The Project Sponsor shall continue to work with Planning Department on the building design. Final materials, glazing, color, texture, landscaping, and detailing shall be subject to Department staff review and approval. The architectural addenda shall be reviewed and approved by the Planning Department prior to issuance.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

6. Garbage, composting and recycling storage. Space for the collection and storage of garbage, composting, and recycling shall be provided within enclosed areas on the property and clearly labeled and illustrated on the architectural addenda. Space for the collection and storage of recyclable and compostable materials that meets the size, location, accessibility and other standards specified by the San Francisco Recycling Program shall be provided at the ground level of the buildings.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

7. Rooftop Mechanical Equipment. Pursuant to Planning Code 141, the Project Sponsor shall submit a roof plan to the Planning Department prior to Planning approval of the building permit application. Rooftop mechanical equipment, if any is proposed as part of the Project, is required to be screened so as not to be visible from any point at or below the roof level of the subject building.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

8. Lighting Plan. The Project Sponsor shall submit an exterior lighting plan to the Planning Department prior to Planning Department approval of the building / site permit application.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

9. Downtown Streetscape Plan - C-3 Districts. Pursuant to Planning Code Section 138.1 and the Downtown Streetscape Plan, the Project Sponsor shall submit a pedestrian streetscape improvement plan to the Planning Department for review in consultation with the Department of Public Works and the Department of Parking and Traffic prior to Building Permit issuance.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

10. Open Space Provision - C-3 Districts. Pursuant to Planning Code Section 138, the Project Sponsor shall continue to work with Planning Department staff to refine the design and programming of the public open space so that the open space generally meets the standards of the Downtown Open Space Guidelines in the Downtown Plan of the General Plan.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

11. Open Space Plaques - C-3 Districts. Pursuant to Planning Code Section 138, the Project Sponsor shall install the required public open space plaques at each building entrance including the standard City logo identifying it, the hours open to the public, and contact information for building management. The plaques shall be plainly visible from the public sidewalks on Fremont and Mission Streets and shall indicate that the open space is accessible to the public via the elevators in the lobby. Design of the plaques

shall utilize the standard templates provided by the Planning Department, as available, and shall be approved by the Department staff prior to installation.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

12. Signage. The Project Sponsor shall develop a signage program for the Project which shall be subject to review and approval by Planning Department staff before submitting any building permits for construction of the Project. All subsequent sign permits shall conform to the approved signage program. Once approved by the Department, the signage program/plan information shall be submitted and approved as part of the site permit for the Project. All exterior signage shall be designed to complement, not compete with, the existing architectural character and architectural features of the building.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

13. Transformer Vault. The location of individual project PG&E Transformer Vault installations has significant impacts to San Francisco streetscapes when improperly located. However, they may not have any impact if they are installed in preferred locations. Therefore, the Planning Department recommends the following preference schedule in locating new transformer vaults, in order of most to least desirable:

1. On-site, in a basement area accessed via a garage or other access point without use of separate doors on a ground floor façade facing a public right-of-way;
2. On-site, in a driveway, underground;
3. On-site, above ground, screened from view, other than a ground floor façade facing a public right-of-way;
4. Public right-of-way, underground, under sidewalks with a minimum width of 12 feet, avoiding impacts on streetscape elements, such as street trees; and based on Better Streets Plan guidelines;
5. Public right-of-way, underground; and based on Better Streets Plan guidelines;
6. Public right-of-way, above ground, screened from view; and based on Better Streets Plan guidelines;
7. On-site, in a ground floor façade (the least desirable location).

Unless otherwise specified by the Planning Department, Department of Public Work's Bureau of Street Use and Mapping (DPW BSM) should use this preference schedule for all new transformer vault installation requests.

For information about compliance, contact Bureau of Street Use and Mapping, Department of Public Works at 415-554-5810, <http://sfdpw.org/>.

14. Overhead Wiring. The Property owner will allow MUNI to install eyebolts in the building adjacent to its electric streetcar line to support its overhead wire system if requested by MUNI or MTA.

For information about compliance, contact San Francisco Municipal Railway (Muni), San Francisco Municipal Transit Agency (SFMTA), at 415-701-4500, www.sfmta.org.

15. Noise, Ambient. Interior occupiable spaces shall be insulated from ambient noise levels. Specifically, in areas identified by the Environmental Protection Element, Map1, "Background Noise Levels," of the General Plan that exceed the thresholds of Article 29 in the Police Code, new developments shall install and maintain glazing rated to a level that insulate interior occupiable areas from Background Noise and comply with Title 24.

For information about compliance, contact the Environmental Health Section, Department of Public Health at (415) 252-3800, www.sfdph.org.

16. City Park/Transit Center Connections. The Project Sponsor must provide to the Planning Department a letter from the Executive Director of the TJPA indicating Final approval of the design and operation of both the bridge and the inclined elevator connecting the Project to City Park. Such letter shall be provided prior to approval by the Planning Department of the first site permit.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

17. Inclined Elevator and Tower Elevator to City Park. Prior to issuance of first Certificate of Occupancy, the Planning Department must approve an operation, maintenance and public access plan for the inclined elevator and Tower elevator that provide public access from Mission Square to City Park. The project sponsor must maintain these features in good working order at all times. Both means of access must be available for public use at all times that City Park is open to the public, including special events.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

18. Observation Deck/Vantage Point. The Project Sponsor, in collaboration with Planning Department staff, shall continue to explore the feasibility of incorporating into the Project an observation deck, or similar publicly-accessible vantage point at the upper portions of the building.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

PARKING AND TRAFFIC

19. Car Share. Pursuant to Planning Code Section 166, car share spaces shall be made available, at no cost, to a certified car share organization for the purposes of providing car share services for its service subscribers in an amount no less than one space, plus one additional space for each 50 spaces provided to serve non-residential uses.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

20. Bicycle Parking . Pursuant to Planning Code Sections 155.4., the Project shall provide no fewer than 259 Class 1 bicycle parking spaces and 27 Class 2 bicycle parking spaces. The Project Sponsor shall submit to the Planning Department for approval specifications for bicycle parking racks to be used prior to installation to ensure compliance with Planning Code requirements for Class 1 and Class 2 bicycle parking.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

21. Showers and Clothes Lockers. Pursuant to Planning Code Section 155.3, the Project shall provide no fewer than four showers and eight clothes lockers.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

22. Parking Maximum. Pursuant to Planning Code Section 151.1, the size of the parking area shall not exceed 3.5 percent of the Gross Floor Area of non-residential uses of the Project.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

23. Parking Rates. In order to discourage long-term commuter parking, off-street parking spaces shall maintain a rate or fee structure for their use such that the rate charge for four hours of parking duration is no more than four times the rate charge for the first hour, and the rate charge for eight or more hours of parking duration is no less than 10 times the rate charge for the first hour. Additionally, no discounted parking rate shall be permitted for weekly, monthly or similar time-specific periods.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org.

24. Off-street Loading. Pursuant to Planning Code Section 152, the Project will provide six full size off-street loading spaces.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

25. Managing Traffic During Construction. The Project Sponsor and construction contractor(s) shall coordinate with the Traffic Engineering and Transit Divisions of the San Francisco Municipal Transportation Agency (SFMTA), the Police Department, the Fire Department, the Planning Department, and other construction contractor(s) for any concurrent nearby Projects to manage traffic congestion and pedestrian circulation impacts during construction of the Project.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

PROVISIONS

26. Downtown Park Fee - C-3 District. Pursuant to Planning Code Section 412, the Project Sponsor shall pay the Downtown Park Fee. The fee shall be based on drawings of the net addition of gross floor area of office to be constructed as set forth in the building permit and shall be paid prior to the issuance of a temporary certificate of occupancy.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

27. Art - C-3 District. Pursuant to Planning Code Section 429, the Project shall include work(s) of art valued at an amount equal to one percent of the hard construction costs for the Project as determined by the Director of the Department of Building Inspection. The Project Sponsor shall provide to the Director necessary information to make the determination of construction cost hereunder.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

28. Art Plaques - C-3 District. Pursuant to Planning Code Section 429(b), the Project Sponsor shall provide a plaque or cornerstone identifying the architect, the artwork creator and the Project completion date in a publicly conspicuous location on the Project Site. The design and content of the plaque shall be approved by Department staff prior to its installation.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

29. Art - C-3 District. Pursuant to Planning Code Section 429 (formerly 149), the Project Sponsor and the Project artist shall consult with the Planning Department during design development regarding the height, size, and final type of the art. The final art concept shall be submitted for review for consistency with this Motion by, and shall be satisfactory to, the Director of the Planning Department in consultation with the Commission. The Project Sponsor and the Director shall report to the Commission on the progress of the development and design of the art concept prior to the submittal of the first building or site permit application.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

30. Art - C-3 District. Pursuant to Planning Code Section 429, prior to issuance of any certificate of occupancy, the Project Sponsor shall install the public art generally as described in this Motion and make it available to the public. If the Zoning Administrator concludes that it is not feasible to install the work(s) of art within the time herein specified and the Project Sponsor provides adequate assurances that such works will be installed in a timely manner, the Zoning Administrator may extend the time for installation for a period of not more than twelve (12) months.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

31. Jobs Housing Linkage. Pursuant to Planning Code Section 413, the Project Sponsor shall contribute to the Jobs-Housing Linkage Program (JHLP). The calculation shall be based on the net addition of gross square feet of each type of space to be constructed as set forth in the permit plans. The Project Sponsor shall provide evidence that this requirement has been satisfied to the Planning Department prior to the issuance of the first site or building permit by the Department of Building Inspection.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

32. Transit Impact Development Fee. Pursuant to Planning Code Section 411 (formerly Chapter 38 of the Administrative Code), the Project Sponsor shall pay the Transit Impact Development Fee (TIDF) as required by and based on drawings submitted with the Building Permit Application. Prior to the issuance of a temporary certificate of occupancy, the Project Sponsor shall provide the Planning Director with certification that the fee has been paid.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

33. Transportation Brokerage Services - C-3, EN, and SOMA. Pursuant to Planning Code Section 163, the Project Sponsor shall provide on-site transportation brokerage services for the actual lifetime of the project. Prior to the issuance of any certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's transportation management program, subject to the approval of the Planning Director.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

34. Employment Brokerage Services - C-3 District. Pursuant to Planning Code Section 164, the Project Sponsor shall provide employment brokerage services for the actual lifetime of the project. Prior to the issuance of any certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's local employment program, subject to the approval of the Planning Director.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org

35. Child Care - C-3 District. Pursuant to Planning Code Section 165, the Project Sponsor shall provide on-site child-care brokerage services for the actual lifetime of the project. Prior to the issuance of any certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's child-care program, subject to the approval of the Planning Director.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org

36. First Source Hiring. The Project shall adhere to the requirements of the First Source Hiring Construction and Employment Program approved by the First Source Hiring Administrator, pursuant to Section 83.4(m) of the Administrative Code. The Project Sponsor shall comply with the requirements of this Program regarding construction work and on-going employment required for the Project.

For information about compliance, contact the First Source Hiring Manager at 415-401-4960, www.onestopSF.org

37. Childcare Requirements for Office and Hotel Development Projects. Pursuant to Section 414, the Project Sponsor shall pay the in-lieu fee as required. The net addition of gross floor area subject to the fee shall be determined based on drawings submitted with the Building Permit Application.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org

38. Transit Center District Open Space Fee. Pursuant to Section 424.6, the Project Sponsor shall pay a fee of \$2 million, which will be deposited in the Transit Center District Open Space Fund. The purpose of this Fund is to provide the City with the financial resources to develop public park and recreation facilities for the enjoyment of employees and visitors in downtown San Francisco. The net addition of gross floor area subject to the fee shall be determined based on drawings submitted with the Building Permit Application. In addition, the Project Sponsor shall construct or cause to be constructed certain on and off-site open space improvements, as set forth in an In-Kind Agreement that is required pursuant to Condition XX, as an offset against the remainder of the full amount of the Open Space Fee.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org

39. Transit Center District Transportation and Street Improvement Fee. Pursuant to Section 424.7, the Project Sponsor shall pay a fee which will be deposited in the Transit Center District Transportation and Street Improvement Fund, or an offset against the full amount of the Transportation and Street Improvement Fee as set forth in an In-Kind Agreement pursuant to Condition XX, below. The purpose of this Fund is to provide the City with the financial resources to design and implement transportation improvements in downtown San Francisco. The net addition of gross floor area subject to the fee shall be determined based on drawings submitted with the Building Permit Application.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org

40. Transferable Development Rights. Pursuant to Section 128, the Project Sponsor shall purchase the required number of units of Transferrable Development Rights (TDR) and secure a Notice of Use of TDR prior to the issuance of a site permit for all development which exceeds the base FAR of 6.0 to 1, up to an FAR of 9.0 to 1. The net addition of gross floor area subject to the fee shall be determined based on drawings submitted with the Building Permit Application.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org

41. Transit Center District Mello Roos Community Facilities District Program. Pursuant to Section 424.8, the Project Sponsor is required to participate in a Transit Center District Mello Roos Community Facilities District (CFD) and to include the Project Site in the CFD prior to issuance of the First Temporary Certificate of Occupancy for the Project. The Project Sponsor must demonstrate compliance with this requirement prior to approval of the site permit by the Planning Department.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org

42. In-Kind Agreement. Ordinance No. 182-12 amended the Planning Code as part of adoption of the Transit Center District Plan. Pursuant to Section 3(a) (uncodified) of that Ordinance, the Planning Director shall enter into an In-Kind Agreement with the Transit Tower Developer to provide that the Developer may satisfy the requirements for the payment of the Transit Center District Plan Open Space Fee and Transportation and Street Improvement Fee (the "TCDP Impact Fees") by constructing or causing to be constructed identified public improvements in the Transit Center District Plan Area. Public improvements that should be considered for the In-Kind Agreement are contributions from the Transit Tower property purchase price that the TJPA applies toward: (i) Natoma Street pedestrian plaza, (ii) Mission Street streetscape and transit improvements across the full right-of-way between First and Fremont Streets, (iii) signalized midblock pedestrian crossings on Fremont and First Streets, (iv) the Downtown Rail Extension (including the build-out of the train box for the Downtown Rail Extension), and (v) City Park. Except as further provided in Section 3(a)(2) of Ordinance No. 182-12, the fee offset shall be the full amount of the TCDP Impact Fees. Consequently, a condition of this approval is that the Project Sponsor enter into such an in-kind agreement with the Planning Director on or before issuance of site or building permit for the Project. Section 3(a)(2) also provides that a condition of this in-kind agreement include a requirement for the Planning Director and TJPA to enter into a separate agreement concerning use of TCDP impacts fees.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org

43. Mitigation Measures. Mitigation measures described in the MMRP attached as Exhibit A to Motion No. 18723 are necessary to avoid potential significant effects of the proposed project and have been agreed to by the project sponsor. Their implementation is a condition of project approval. In addition, the MMRP contains four improvement measures I-AQ-6, Construction Vehicle Emissions Minimization; I-BI-2, Night Lighting Minimization; I-BI-4a, Bird-Safe Standards for City Park; and I-BI-4b Night Lighting Minimization for City Park. The first two of these measures are made conditions of project approval.

The latter two shall be included as requirements in the agreement between the TIPA and the Planning Director which is a condition of the in-kind agreement for this Project.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org

MONITORING - AFTER ENTITLEMENT

44. Enforcement. Violation of any of the Planning Department conditions of approval contained in this Motion or of any other provisions of Planning Code applicable to this Project shall be subject to the enforcement procedures and administrative penalties set forth under Planning Code Section 176 or Section 176.1. The Planning Department may also refer the violation complaints to other city departments and agencies for appropriate enforcement action under their jurisdiction.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

45. Monitoring. The Project requires monitoring of the conditions of approval in this Motion. The Project Sponsor or the subsequent responsible parties for the Project shall pay fees as established under Planning Code Section 351(e) (1) and work with the Planning Department for information about compliance.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

46. Revocation due to Violation of Conditions. Should implementation of this Project result in complaints from interested property owners, residents, or commercial lessees which are not resolved by the Project Sponsor and found to be in violation of the Planning Code and/or the specific Conditions of Approval for the Project as set forth in Exhibit A of this Motion, the Zoning Administrator shall refer such complaints to the Commission, after which it may hold a public hearing on the matter to consider revocation of this authorization.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

OPERATION

47. Garbage, Recycling, and Composting Receptacles. Garbage, recycling, and compost containers shall be kept within the premises and hidden from public view, and placed outside only when being serviced by the disposal company. Trash shall be contained and disposed of pursuant to garbage and recycling receptacles guidelines set forth by the Department of Public Works.

For information about compliance, contact Bureau of Street Use and Mapping, Department of Public Works at 415-554-5810, <http://sfdpw.org/>

48. Sidewalk Maintenance. The Project Sponsor shall maintain the main entrance to the building and all sidewalks abutting the subject property in a clean and sanitary condition in compliance with the Department of Public Works Streets and Sidewalk Maintenance Standards.

For information about compliance, contact Bureau of Street Use and Mapping, Department of Public Works, 415-695-2017, <http://sfdpw.org/>

49. Community Liaison. Prior to issuance of a building permit application to construct the project and implement the approved use, the Project Sponsor shall appoint a community liaison officer to deal with the issues of concern to owners and occupants of nearby properties. The Project Sponsor shall provide the Zoning Administrator written notice of the name, business address, and telephone number of the community liaison. Should the contact information change, the Zoning Administrator shall be made aware of such change. The community liaison shall report to the Zoning Administrator what issues, if any, are of concern to the community and what issues have not been resolved by the Project Sponsor.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.